

WINSTON & STRAWN LLP

35 WEST WACKER DRIVE
CHICAGO, ILLINOIS 60601-9703

43 RUE DU RHONE
1204 GENEVA, SWITZERLAND

BUCKLESBURY HOUSE
3 QUEEN VICTORIA STREET
LONDON, EC4N 8NH

ROBERT SPAGAT
(415) 591-1405
rspagat@winston.com

101 CALIFORNIA STREET
SAN FRANCISCO, CALIFORNIA 94111-5894

(415) 591-1000

FACSIMILE (415) 591-1400

www.winston.com

333 SOUTH GRAND AVENUE
LOS ANGELES, CALIFORNIA 90071-1343

200 PARK AVENUE
NEW YORK, NEW YORK 10166-4193

21 AVENUE VICTOR HUGO
75118 PARIS, FRANCE

1700 K STREET, N.W.
WASHINGTON, D.C. 20006-3817

May 30, 2007

VIA FACSIMILE (415) 362-8064

Linda Lye, Esq.
Altshuler Berzon LLP
177 Post Street, Suite 300
San Francisco, CA 94108

Re: *SkyWest Pilots ALPA Organizing Committee, et al. v.*
SkyWest Airlines, Inc.,
U.S. District Court, N.D. Cal., Case No. C-07-2688 (CRB)

Dear Ms. Lye:

This will follow-up on our discussion this morning. You requested that SkyWest not schedule Captains Tracy Shrier, Andy Bharath and Steve Dow today and tomorrow so they can meet with you to prepare for the preliminary injunction hearing. SkyWest agreed, at your request, not to schedule Captains Tracy Shrier and Andy Bharath today. SkyWest has scheduled these Captains tomorrow, May 31, 2007, though I understand that Captain Bharath is not scheduled until early evening. Captain Steve Dow is on reserve duty today and tomorrow. SkyWest reserves the right to call him to duty if necessary. He may not be called to duty, in which case he potentially is available to meet with you today and tomorrow.

SkyWest needs to get its Captains back in position to fly as expeditiously as possible to minimize the potential for flight cancellations and delays. As you may be aware, Federal law strictly regulates schedules and flight hours for pilots. SkyWest staffs up to the best of its ability to be in a position efficiently to cover missed shifts due to illnesses and emergencies without bearing the cost of excess capacity. It is critical for SkyWest to strike that balance in an era of airline bankruptcies.

SkyWest has determined that it is necessary to have Tracy Shrier and Andy Bharath scheduled to fly on May 31, 2007 to protect its staffing levels. Of course, we will not know until tomorrow, after they have begun their scheduled shifts, if in retrospect their shifts could have been covered by a reservist. That will depend on what other Captains may call in sick tomorrow. Unfortunately, SkyWest cannot wait until tomorrow to make that determination.

WINSTON & STRAWN LLP

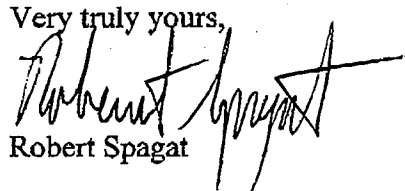
Linda Lye, Esq.
May 30, 2007
Page 2

In our telephone discussion, you seemed to doubt SkyWest's justification for putting Captain Shrier and Captain Bharath back on schedule tomorrow because SkyWest has "2,600 pilots." Please understand that the reality of scheduling at an airline such as SkyWest is considerably more complex than simply scheduling two of 2,600 pilots to cover their shifts. All pilots are not Captains. Only Captains can replace Captain Shrier and Captain Bharath. On any given day, most Captains with available flying hours already are scheduled to fly SkyWest's many routes. Replacement Captains, who have not been scheduled already, must be able to report to the right place at the right time with the right amount of flying hours to complete the trip.

You also suggested that Judge Breyer's order requires SkyWest not to schedule Captains Shrier, Bharath and Dow today and tomorrow. We respectfully disagree. The Court ordered that SkyWest provide time off for them to attend the hearing on Plaintiffs' motion for a preliminary injunction. SkyWest fully intends to comply with the Court's order. Accordingly, SkyWest will not schedule them on June 11, 2007, so they can appear at the hearing, assuming it takes place. In light of Skywest's agreement not to schedule them today and on June 11, 2007, you will have the same opportunity to meet with these witnesses that you would have had if the hearing on the preliminary injunction had taken place tomorrow, as originally scheduled. As you know, there is no legal requirement that an employer provide time off for an employee to meet privately with his or her lawyers. Such meetings occur on the employee's own time.

It should be emphasized that these issues have arisen because this case was filed in a venue that is inconvenient to the parties and witnesses. It typically takes seven to eight hours to get a pilot back into place to begin a shift from San Francisco, making it difficult, if not impossible, to deploy them on short notice. We appreciate that keeping Captains Shrier, Bharath and Dow off-schedule may be convenient for counsel, who would like to meet with them face to face in San Francisco, but the law is clear that the convenience of counsel is not a consideration in determining whether a venue is convenient for purposes of 28 U.S.C. § 1404(a). The fact that there is a disagreement about how often SkyWest should be required to keep Captains unscheduled for days at a time so that they may have an opportunity to meet in person with their counsel only underscores the fact that venue in the Northern District of California is inconvenient.

Very truly yours,


Robert Spagat

SF:173486.1